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Attorneys for Plaintiff

IN THE UNITED STATES DISTRICT COURT
 FOR THE DISTRICT OF ALASKA
 AT ANCHORAGE

ALASKA RENT-A-CAR, INC.,)	
an Alaska Corporation,)	
)	
Plaintiff,)	
)	
v.)	
)	
CENDANT CORPORATION, et al.,)	
)	
Defendants.)	Case No. A03-029 CV [JKS]

**AFFIDAVIT OF JON T. GIVENS IN SUPPORT OF MOTION FOR SHORTENED
 TIME ON MOTION TO CLARIFY OR MODIFY PROTECTIVE ORDER**

STATE OF ALASKA)
) ss:
 THIRD JUDICIAL DISTRICT)

I, JON T. GIVENS, being first duly sworn upon oath, deposes and says:

1. I am an attorney representing the plaintiff in the above-captioned action.
2. On August 18, 2006, in the oppositions submitted by the defendants they argued that other licensees did not want Avis and Budget's sales force separated.
3. In response on Monday, August 21, 2006, I informed the defendants that Alaska Rent-A-Car would share confidential information regarding the sales force and corporate pricing by the sales force with licensees. In response on August 21, 2006, the

defendants' responded it would be committing a tort of intentional interference and be in contempt of the protective order to share information with licensees about how their franchisor's corporate sales force is pricing and selling business in which those licensees participate.

4. Alaska Rent-A-Car desires to attempt to obtain affidavits from licensees to rebut the positions taken by defendants in their August 18, 2006 oppositions. If this motion is considered on ordinary briefing scheduling it would not be fully briefed until on or about September 17, 2006.

5. Alaska Rent-A-Car's replies are due on or before September 25, 2006. Alaska Rent-A-Car desires to avoid delay in the court's consideration of the motions for summary judgment.

6. Alaska Rent-A-Car requests the court to rule on the motion to clarify or modify the protective order or at least that portion of the motion dealing with the sharing of information with licensees on shortened time such that the matter is resolved by September 15, 2006. This would allow Alaska Rent-A-Car an opportunity to share the information and attempt to gain affidavits by the September 25, 2006 briefing deadline.

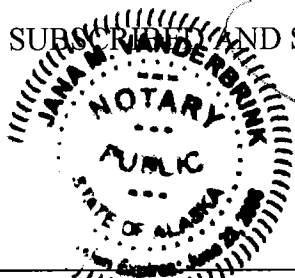
7. Alaska Rent-A-Car contacted counsel for defendants, John Dienelt and Diane Vallentine, via email on August 21, 2006 requesting their agreement to stipulate that the motion be considered on shortened time. On August 22, 2006, the defendants' declined.¹

DATED: August 22, 2006

By: _____

Jon T. Givens
Alaska Bar No. 9011072

SUBSCRIBED AND SWORN to before me this 22nd day of August, 2005.



Notary Public in and for Alaska

My commission expires: 6/23/2008

¹ See August 22, 2006 email attached.

CERTIFICATE OF SERVICE

I hereby certify that on August 24, 2006 a copy of foregoing Affidavit of Jon T. Givens in Support of Motion to Shortened Time On Motion to Clarify or Modify Protective Order was served electronically on Diane F. Vallentine and John F. Dienelt and on

Barry M. Heller
DLA Piper Rudnick Gary Cary US LLP
1200 Nineteen Street NW
Washington, DC 20036-2430

by regular U.S. Mail

s/Jon T. Givens _____

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Jon Givens

From: Dienelt, John [John.Dienelt@dlapiper.com]
Sent: Tuesday, August 22, 2006 1:08 PM
To: Jon Givens
Cc: robert.muhs@cendant.com; paul.gallagher@cendant.com; Heller, Barry M.; McIntosh, Scott; dfvallentine@jdlaw.com
Subject: RE: Licensees

We will not so stipulate. If you wish to provide us with a copy of your motion, supporting memoranda, and related pleadings, we will at that time reconsider whether to agree to any expedited treatment.

John F. Dienelt
DLA Piper Rudnick Gray Cary US LLP
1200 19th St., NW
Washington, DC 20036
202-861-3880 (voice)
202-689-7400 (fax)
703-298-2251 (cell)
john.dienelt@dlapiper.com

From: Jon Givens [mailto:JGivens@bankston.to]
Sent: Monday, August 21, 2006 7:04 PM
To: Dienelt, John
Subject: RE: Licensees

John

Although we are not required to give notice, since the information is otherwise diclosable under the protective order, this is notice of our intent to disclose information and to bring the issue before Judge Burgess. Since we want to use the licensee affidavits in our reply, will you stipulate to having the court hear the issue on shortened time/ expedited consideration? Additionally we want to have the court address the disclosure of information raised in my June 30, 2006 letter.

-----Original Message-----

From: Dienelt, John [mailto:John.Dienelt@dlapiper.com]
Sent: Monday, August 21, 2006 1:26 PM
To: Jon Givens
Cc: dfvallentine@jdlaw.com; robert.muhs@cendant.com; paul.gallagher@cendant.com; Heller, Barry M.; Donovan, William P., Jr.; McIntosh, Scott
Subject: RE: Licensees

You do so at risk of contempt and tortious interference with contract. We do not agree with you.

John F. Dienelt

8/22/2006

DLA Piper Rudnick Gray Cary US LLP
1200 19th St., NW
Washington, DC 20036
202-861-3880 (voice)
202-689-7400 (fax)
703-298-2251 (cell)
john.dienelt@dlapiper.com

From: Jon Givens [mailto:JGivens@bankston.to]
Sent: Monday, August 21, 2006 5:25 PM
To: Dienelt, John
Subject: Licensees

In your clients oppositions and declarations you take the position that licensees have not complained about having a joint sales force and how the national accounts program is operated. Specifically in the Lambert affidavit, he states that other licensees have not requested the sales force be separated. Since you have injected the issue of the opinions of other licensees, we will share confidential information with licensees concerning how the joint sales force operates and show them depositions, CPAF's and contracts indicating how Avis and Budget are sold to various corporate customers. We believe we are entitled to show these witnesses confidential information pursuant to the terms of the protective order.

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Thank you.
